

of the completion of the Offer and the other transactions contemplated by the Purchase Agreement in accordance with the terms thereof (of which there are none), will, without any action on the part of Intel, Purchaser, Mobileye, the holder thereof or any other person, be accelerated (if required) and converted into and will become a right to receive an amount in cash, without interest, equal to the product of (x) the excess, if any, of the Offer Consideration over the applicable per Share exercise price of such Mobileye Option multiplied by (y) the number of Shares subject to such Mobileye Option. Each Mobileye Option described in the prior sentence is referred to herein as a “Terminating Option.” Each Terminating Option that is outstanding and unexercised immediately prior to the Offer Closing that has an exercise price equal to or greater than the Offer Consideration will be cancelled as of the Offer Closing without consideration therefor and the holder of such Terminating Option will cease to have any rights with respect thereto. Any such payment with respect to a Terminating Option shall be subject to all applicable federal, state and local tax withholding requirements, and, with respect to Israeli employees, in accordance with the terms and conditions of the Israel Equity Tax Ruling, if obtained.

At the Offer Closing, each Mobileye Option that is outstanding as of immediately prior to the Offer Closing and that is not a Terminating Option, will, without any action on the part of Intel, Purchaser, Mobileye, the holder thereof or any other person, be converted into an option to purchase, subject to the same terms and conditions as applied to such Mobileye Option (including the same vesting schedule and terms regarding acceleration and forfeiture upon termination of employment or service) immediately prior to the Offer Closing, a number of shares of common stock (rounded down to the nearest whole share) of Intel equal to (w) the number of Shares subject to such Mobileye Option immediately prior to the Offer Closing multiplied by (x) the Equity Award Adjustment Ratio, with an exercise price per Share (rounded up to the nearest whole cent) equal to (y) the exercise price per Share for which such Mobileye Option was exercisable immediately prior to the Offer Closing divided by (z) the Equity Award Adjustment Ratio. The terms and conditions applicable to certain of these Mobileye Options will be modified as agreed to by the parties on the date of the Purchase Agreement.

See Section 11 — “The Purchase Agreement; Other Agreements — Purchase Agreement — Treatment of Mobileye Equity Awards.”

What are the U.S. federal income tax consequences of tendering Shares for U.S. shareholders?

The receipt of cash in exchange for your Shares pursuant to the Offer (including during the Subsequent Offering Period, as it may be extended by the Minority Exit Offering Period) or the Post-Offer Reorganization generally will be a taxable transaction for U.S. federal income tax purposes and may also be a taxable transaction under applicable state, local or non-U.S. income or other tax laws.

We urge you to consult your own tax advisor as to the particular tax consequences to you of the Offer and the Post-Offer Reorganization.

See Section 5A — “Certain U.S. Federal Income Tax Consequences” for a more detailed discussion of the U.S. federal income tax consequences of the Offer, the Asset Sale, and the Post-Offer Reorganization for certain U.S. shareholders.

What are the Israeli tax consequences of having my Shares accepted for payment in the Offer?

The receipt of cash in exchange for your Shares pursuant to the Offer (including during the Subsequent Offering Period, as it may be extended by the Minority Exit Offering Period) or the Post-Offer Reorganization, will generally be considered an Israeli source transaction for Israeli income tax purposes and may be subject to mandatory withholding requirements. Mobileye and Purchaser obtained a ruling from the ITA that may afford certain shareholders relief from the Israeli withholding requirements.

See Section 5B — “Certain Israeli Income Tax Consequences” for a more detailed discussion of the Israeli income tax and withholding consequences of the Offer, the Asset Sale, and the Post-Offer Reorganization.